

RECORDATION NO. 26801-D FILED

JUN 4 '09 -3 00 PM

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OF COUNSEL
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SURFACE TRANSPORTATION BOARD

June 4, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26801-B. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc.
30 South Wacker, Suite 3000
Chicago, IL 60606

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A description of the railroad equipment covered by the enclosed document is:

Lease covering 51 railcars: IFRX 1075 - 1079 and within the series ATW 143205 - ATW 143385, ATW 512311 - ATW 517869, ONT 7811 - ONT 7847 and SLR 2307 - SLR 2329 (previously bearing ONT, AGR, CTML, SLR and TOE reporting marks and numbers) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Amendment to Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclos

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

1. A Memorandum of Security Agreement, dated February 7, 2007, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on February 10, 2007 and given recordation number 26801-B (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to the lease of certain railroad equipment each identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 7, 2005, between IR and CIT.

3. The Security Agreement has been updated to provide a description of the lease (as set forth on Schedule I attached hereto) under which the railroad equipment also identified on Schedule I attached hereto is currently subject.

4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of
May 15, 2009.

INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

By: 

State of Georgia)
) ss:
County of Fulton)

On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.



Notary Public

My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

[Execution continued on next page; remainder of this page intentionally left blank]

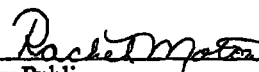
THE CIT GROUP/EQUIPMENT FINANCING, INC.



By: _____
Name: Richard Rossi
Title: Senior Director

State of Illinois)
) ss:
County of Cook)

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Notary Public
My commission expires:

[NOTARIAL SEAL]



SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	ZIP Code
Essroc	May 1, 2007	100-ton Boxcar	ONT	7842	IFRX	1075	A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7877	IFRX	1076	A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7896	IFRX	1077	A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7903	IFRX	1078	A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7906	IFRX	1079	A302
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143205	ATW	143205	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143209	ATW	143209	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143212	ATW	143212	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143218	ATW	143218	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143244	ATW	143244	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143252	ATW	143252	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143264	ATW	143264	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143269	ATW	143269	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143276	ATW	143276	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143279	ATW	143279	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143282	ATW	143282	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143283	ATW	143283	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143287	ATW	143287	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143290	ATW	143290	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143295	ATW	143295	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143298	ATW	143298	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143300	ATW	143300	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143303	ATW	143303	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143322	ATW	143322	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143323	ATW	143323	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143336	ATW	143336	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143339	ATW	143339	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143342	ATW	143342	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143346	ATW	143346	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143361	ATW	143361	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143365	ATW	143365	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143367	ATW	143367	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143379	ATW	143379	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143380	ATW	143380	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	AGR	143385	ATW	143385	A432
RSR Corporation	April 1, 2008	Grandfathered Boxcar	CTML	2210	SLR	2329	B314
RSR Corporation	April 1, 2008	Grandfathered Boxcar	CTML	2216	SLR	2318	B314
RSR Corporation	April 1, 2008	Grandfathered Boxcar	CTML	2219	SLR	2322	B314
RSR Corporation	April 1, 2008	Grandfathered Boxcar	CTML	5024	SLR	2307	B415
RSR Corporation	April 1, 2008	70-ton Boxcar	ONT	7844	ATW	517844	A302
RSR Corporation	April 1, 2008	70-ton Boxcar	ONT	7848	ATW	517848	A302
RSR Corporation	April 1, 2008	70-ton Boxcar	ONT	7855	ATW	517855	A302

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	MR Code
RSR Corporation	April 1, 2008	70-ton Boxcar	ONT	7867	ATW	517867	A302
RSR Corporation	April 1, 2008	70-ton Boxcar	ONT	7869	ATW	517869	A302
RSR Corporation	April 1, 2008	Grandfathered Boxcar	SLR	2311	ATW	512311	B314
RSR Corporation	April 1, 2008	Grandfathered Boxcar	TOE	7121	ATW	517121	A403
Off Lease	#N/A	Grandfathered Boxcar	CTML	2213	SLR	2321	B314
Off Lease	#N/A	70-ton Boxcar	ONT	7811	ONT	7811	A302
Off Lease	#N/A	70-ton Boxcar	ONT	7813	ONT	7813	A302
Off Lease	#N/A	70-ton Boxcar	ONT	7843	ONT	7843	A302
Off Lease	#N/A	70-ton Boxcar	ONT	7847	ONT	7847	A302

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/4/09



Robert W. Alvord